

2. Although FKLM was founded in 2007, its attorneys are among the pioneers and leaders in the class-action field. As former members of the Much Shelist Freed firm, the founding partners of FKLM have successfully prosecuted class action cases for over 30 years and have served in prominent leadership positions in numerous antitrust cases. Attached to this Declaration as Exhibit A is biographical data about FKLM and its attorneys.

3. Recently, *Chambers and Partner*, considered the legal profession's foremost authority on industry, firm and attorney intelligence, ranked FKLM among Illinois's finest, ahead of many of the State's most well known and established firms:

This boutique firm is the new face of Much Shelist's much-feared antitrust team. Everything that made Much Shelist the force it was in the antitrust arena – personnel, clients and vision – has been retained during the transition; the team, led by the redoubtable Mike Freed, is set to maintain its reputation as a leader on the plaintiff side – doing “*much of the best class action work.*” Setting up shop in the suburbs of Chicago, the team has released itself from the restraints imposed by conflicts arising from Much Shelist's developing corporate department, and is now free to forge its own path through the Illinois antitrust market.

Attached to this Declaration as Exhibit B is the rating from *Chambers and Partners*.

4. I have been prosecuting antitrust class action cases for over 20 years. During that time, my partners and I have been appointed to leadership positions in numerous antitrust class actions, including: *In re Methyl Methacrylate (MMA) Antitrust Litig.* (interim co-lead counsel in nationwide price-fixing action pending in the Eastern District of Pennsylvania); *In re Hydrogen Peroxide Antitrust Litig.* (co-lead counsel in nationwide price-fixing action pending in the Eastern District of Pennsylvania); *In re Urethane Chemicals Antitrust Litig.* (co-lead counsel in nationwide price-fixing action pending in the District of Kansas); *In re Cotton Yarn Antitrust Litig.* (co-lead counsel in nationwide price-fixing action pending in the Middle District of North Carolina); *In re Dynamic Random Access Memory (DRAM) Antitrust Litig.* (FKLM attorneys served as co-chairs of discovery in nationwide price-fixing action pending in the Northern District

1 of California, which has led to over \$300 million in settlements for the plaintiff class); *In re*
2 *Vitamins Antitrust Litig.* (FKLM attorneys served as co-chairs of discovery in price-fixing action
3 which resulted in over \$1.3 billion in settlements).

4 5. My partner Michael J. Freed is a pioneer in the class action arena, having litigated
5 antitrust, securities and other complex cases on behalf of plaintiffs for 35 years. Among Mr.
6 Freed's more significant antitrust class action cases are: *In re Brand Name Prescription Drugs*
7 *Antitrust Litig.* (co-lead counsel in price-fixing action in which plaintiff class recovered \$715
8 million); *In re High Fructose Corn Syrup Antitrust Litig.* (co-lead counsel in price-fixing action
9 in which plaintiff class recovered \$531 million); *In re Infant Formula Antitrust Litig.* (co-lead
10 counsel in price-fixing action in which plaintiff class recovered \$126 million); and *In re Ocean*
11 *Shipping Antitrust Litig.* (co-lead counsel in price-fixing action in which U.S. and European
12 shippers recovered \$79 million). To date, cases in which Mr. Freed has served as co-lead counsel
13 have recovered over \$2 billion for the plaintiff classes.
14

15 6. I am an attorney of record for direct-purchaser plaintiff Westell Technologies, Inc.
16 ("Westell") in this action, and I, along with my partners Michael J. Freed and Douglas A. Millen,
17 have submitted papers to be admitted *pro hac vice* on behalf of Westell. The matters set forth
18 herein are within my personal knowledge, and if called and sworn as a witness I could testify
19 regarding them. I make this declaration pursuant to 28 U.S.C. § 1746.
20

21 7. These related class action cases involve allegations of price-fixing among
22 manufacturers of Flash Memory. The first private antitrust action based on these allegations was
23 filed by indirect-purchaser plaintiff Trong Nguyen, Inc. Since that initial filing, over 25 related
24 antitrust actions have been filed in the Northern District of California, the vast majority of which
25 have been filed by indirect purchasers. To my knowledge, a total of six direct-purchaser actions
26 have been filed.
27
28

1 8. On February 20, 2007, the first direct purchaser complaint was filed in the
2 Northern District of California by A Computer Place. Two of the firms listed on that complaint
3 are Saveri & Saveri, Inc. and Pearson, Simon, Soter, Warshaw & Penny, LLP.

4 9. On March 15, 2007, the second direct purchaser complaint, *Brian Levy v. Samsung*
5 *Electronics Co., Ltd., et al.*, No. C-07-4252-MMC, was filed. *Levy* was originally filed in the
6 United States District Court for the Southern District of New York before being transferred to this
7 District.

8 10. On March 22, 2007, the third direct purchaser complaint, *Kevin's Computer &*
9 *Photo v. Samsung Electronics Co., Ltd., et al.*, No. C-07-1665-SBA, was filed.

11 11. On April 26, 2007, the fourth direct purchaser complaint, *Laura Young v. Samsung*
12 *Electronics Co., Ltd., et al.*, No. C-07-2286-SBA, was filed.

13 12. On September 17, 2007, the fifth direct purchaser complaint, *Richard Thal v.*
14 *Hitachi America, Ltd.*, No. C-07-4785-BZ, was filed.

15 13. On September 24, 2007, FKLM filed the sixth direct purchaser complaint, *Westell*
16 *Technologies, Inc. v. Samsung Electronics Co., Ltd., et al.*, No., C-07-4944-BZ on behalf of
17 Westell, a publicly-traded corporation based in Aurora, Illinois which had 2006 fiscal year
18 revenues of \$283 million and purchased significant volumes of Flash Memory from multiple
19 Defendants during the relevant time period.

20 14. During the relevant time period, Westell purchased thousands of Flash Memory
21 products from Defendants during the class period. As a publicly traded company, Westell, which
22 trades on the NASDAQ under the ticker symbol WSTL and had 2006 fiscal year revenues in
23 excess of \$283 million, has the ability to monitor counsel's work for the class.

24 15. In *In re Dynamic Random Access Memory (DRAM) Antitrust Litig.*, attorneys at
25 FKLM, along with Cotchett Pitre (the former firm of Bruce Simon, who is now a partner at
26 Pearson, Simon, Soter, Warshaw & Penny, LLP), were co-chairs of discovery. FKLM attorneys
27
28

1 worked thousands of hours analyzing defendants' documents, taking depositions in the United
2 States and abroad and drafting motions and pleadings.

3 I declare under penalty of perjury under the laws of the State of Illinois that the foregoing
4 is true and correct. Executed this 26th day of September, 2007 at Bannockburn, Illinois.

5
6
7
8 /s/ Steven A. Kanner
Steven A. Kanner

EXHIBIT A



FREED KANNER LONDON & MILLEN LLC

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Freed Kanner London & Millen LLC ("FKLM") engages in a contingent fee class action practice throughout the United States. The firm's practice involves all aspects of complex antitrust, consumer fraud, securities, whistleblower, unlawful business practices and insurance fraud cases. The firm was founded on January 1, 2007, but its attorneys are among the pioneers and leaders in the class action field.

Previously, as members of Much Shelist Freed Denenberg Ament & Rubenstein, P.C. ("Much Shelist Freed"), the founding partners of FKLM successfully prosecuted class action cases for more than 30 years. Moreover, FKLM attorneys have served in leadership positions (as lead counsel, co-lead counsel, members of steering and executive committees, and co-chairs of discovery) in some of the largest class action cases in the United States, including the following:

➤ ***In re Brand Name Prescription Drugs Antitrust Litigation*, MDL 997 (N.D. Ill.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing class action. Settlements totaling approximately \$715 million were recovered on behalf of the plaintiff class.

➤ ***In re The Prudential Ins. Co. of America Sales Practice Litigation*, MDL 1061 (D.N.J.)**

FKLM attorneys were co-lead counsel in this insurance fraud class action. The case resulted in a settlement of over \$410 million for the class.

➤ ***In re High Fructose Corn Syrup Antitrust Litigation*, MDL 1087 (N.D. Ill.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing class action against major manufacturers of high fructose corn syrup. The case was settled for \$531 million for the class. At the close of the hearing where counsel fees were approved, Judge Michael M. Mihm stated:

I've said many times during this litigation that you and the attorneys who represent the defendants here are as good as it gets. Very professional. At least in my presence or in my contacts with you, you've always been



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civil. You've always been cutting to the chase and not wasting my time or each other's time or adding to the cost of the litigation.

➤ ***In re Linerboard Antitrust Litigation, MDL 1261 (E.D. Pa.)***

FKLM attorneys served as co-lead counsel in this antitrust price-fixing case, which resulted in total settlements of over \$200 million for the plaintiff class.

➤ ***In re Vitamins Antitrust Litigation, MDL 1285 (D.D.C.)***

FKLM attorneys served as co-chairs of discovery in this antitrust price-fixing action, which resulted in over \$1.3 billion in settlements.

➤ ***In re Rubber Chemicals Antitrust Litigation, MDL 1548 (N.D. Cal.)***

FKLM attorneys served on the Executive Committee in this nationwide antitrust price-fixing action, which resulted in settlements of over \$300 million for class members.

➤ ***In re Waste Management, Inc. Securities Litigation, Master File 97-CV-7709 (N.D. Ill.)***

FKLM attorneys were actively involved in litigating the case and served as liaison counsel. A settlement for the plaintiff class of \$220 million was obtained.

➤ ***In re Infant Formula Antitrust Litigation, MDL 878 (N.D. Fla.)***

FKLM attorneys were appointed co-lead counsel in this antitrust price-fixing class action against the major manufacturers of infant formula. The case settled for over \$125 million.

➤ ***In re Chubb Drought Insurance Litigation, MDL 782 (S.D. Ohio)***

FKLM attorneys were co-lead counsel in this class action filed on behalf of farmers who purchased drought insurance that Chubb refused to honor. The settlement exceeded \$110 million and was achieved in less than 9 months. This sum, together with \$8 million recovered at trial against Chubb's general agent, resulted in complete recovery for the affected farmers.



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➤ ***In re Ocean Shipping Antitrust Litigation*, MDL 395 (S.D.N.Y.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing class action, which resulted in a \$79 million recovery for thousands of U.S. and European shippers. Distributions were made to claimants in the United States and throughout a number of European countries.

➤ ***In re Isostatic Graphite Antitrust Litigation*, Master File 00-CV-1857 (E.D. Pa.)**

FKLM attorneys were appointed co-lead counsel in this antitrust price-fixing class action. The case resulted in combined settlements of over \$11 million for the class.

➤ ***Blinder Robinson Securities Litigation* (E.D. Pa.)**

FKLM attorneys were members of the steering committee in this securities fraud action in which an injunction was obtained preventing a transfer of assets; judgment of \$71 million was later entered.

➤ ***In re Carbon Dioxide Antitrust Litigation*, MDL 940 (M.D. Fla.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing class action in which the plaintiff class recovered \$53 million and achieved significant therapeutic relief for the class.

➤ ***In re Drill Bits Antitrust Litigation*, CA No. H-91-627 (S.D. Tex.)**

FKLM attorneys were members of the Steering Committee in this antitrust price-fixing class action and were instrumental in achieving a settlement for the class in excess of \$52 million.

➤ ***In re Industrial Gas Antitrust Litigation*, CA No. 80 C. 3479 (N.D. Ill.)**

FKLM attorneys were members of the executive committee in this antitrust price-fixing class action, which ultimately recovered more than \$50 million dollars for the class. The



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settlement included assignable purchase certificates which the court found increased the competitive value of the settlement.

➤ ***In re Morrison Knudson Securities Litigation*, CA No. 94-CV-3345 (D. Idaho)**

FKLM attorneys were co-lead counsel in this securities class action where the plaintiff class received \$43 million and approximately 3 million shares of Morrison Knudson common stock in settlement of their claims.

➤ ***In re M-L Lee Acquisition Fund Securities Litigation* (D. Del.)**

FKLM attorneys served as co-lead counsel in this securities class action case against a syndicate of partnerships and its general partners involving Merrill Lynch and its affiliates and a leveraged buy-out specialty firm overseen by Thomas H. Lee. The case resulted in a settlement on behalf of the limited partners of \$33 million.

➤ ***In re Public Service Company of New Mexico* (S.D. Cal.)**

FKLM attorneys were lead counsel in this derivative action and obtained \$33 million dollars in a joint settlement together with class plaintiffs in a related securities fraud class action. Judge Harry R. McCue, District Court Judge for the Southern District of California stated:

The petitioners in this case are members of respected law firms which specialize in class action litigation. These attorneys brought considerable legal talents together, and were able to achieve the successful completion of this litigation. They are entitled to fair and reasonable compensation.

➤ ***Piggly Wiggly Antitrust Litigation* (E.D. Tex.)**

FKLM attorneys were co-lead counsel in this statewide Texas antitrust price-fixing action which resulted in total settlements of approximately \$32 million for class members.



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➤ ***In re Records and Tapes Antitrust Litigation* (N.D. Ill.)**

FKLM attorneys were members of the executive committee in this antitrust price-fixing class action. The class recovered \$26 million dollars in settlement in cash and assignable purchase certificates.

➤ ***Kaufman v. Motorola, Inc.* (N.D. Ill.)**

FKLM attorneys were actively involved in litigating the case and served as liaison counsel. A settlement of \$25 million was obtained for the plaintiff class.

➤ ***In re Unisys Securities Litigation*, CA No. 99-5333 (E.D. Pa.)**

FKLM attorneys were members of the executive committee in this derivative action. Plaintiffs recovered \$20 million for corporation.

➤ ***Koch Gathering Systems, Inc. Oil Spill Litigation* (Dist. Ct. of Nueces County, Tex.)**

FKLM attorneys were co-lead counsel in this case concerning a marine oil spill in which a class consisting of commercial fisherman and shrimpers recovered over \$10 million.

* * *



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FKLM attorneys are presently involved in the following cases, which are currently in varying stages of litigation:

➤ ***In re Dynamic Random Access Memory (DRAM) Antitrust Litig.*, MDL 1486 (N.D. Cal.)**

FKLM attorneys serve as co-chairs of discovery in this pending nationwide antitrust price-fixing action which has resulted in partial settlements of over \$300 million for class members.

➤ ***In re Ethylene Propylene Diene Monomer (EPDM) Antitrust Litig.*, MDL 1542 (D. Conn.)**

FKLM attorneys serve as co-chairs of discovery in this pending nationwide antitrust price-fixing action, which has resulted in partial settlements of over \$87 million for class members.

➤ ***In re Parcel Tanker Shipping Antitrust Litigation*, MDL 1568 (D. Conn.)**

FKLM attorneys are co-lead counsel in nationwide antitrust price-fixing action, which is currently pending as a consolidated arbitration.

➤ ***In re Urethane Chemicals Antitrust Litigation*, MDL 1616 (D. Kan.)**

FKLM attorneys are co-lead counsel in this antitrust price-fixing action. The case has thus far resulted in a settlement of \$18 million for the class.

➤ ***In re Cotton Yarn Antitrust Litigation*, MDL 1622 (M.D.N.C.)**

FKLM attorneys are co-lead lead counsel in this antitrust price-fixing action. A partial settlement of \$7.75 million has been obtained for the class.

➤ ***In re Hydrogen Peroxide Antitrust Litigation*, MDL 1682 (E.D. Pa.)**

FKLM attorneys are co-lead counsel in this nationwide antitrust price-fixing action against hydrogen peroxide producers.



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➤ ***In re Intel Corp. Microprocessor Antitrust Litigation*, MDL 1717 (D. Del.)**

FKLM attorneys are serving as co-chairs of discovery in this pending nationwide antitrust action.

➤ ***In re Methyl Methacrylate (MMA) Antitrust Litigation*, MDL 1768 (E.D. Pa.)**

FKLM attorneys have been appointed interim Co-Lead Counsel in this nationwide antitrust price-fixing action against producers of methyl methacrylate and polymethyl methacrylate.

➤ ***In re Air Cargo Shipping Services Antitrust Litigation*, MDL 1775 (E.D.N.Y.)**

FKLM attorneys are serving as co-chairs of discovery in this pending antitrust price-fixing action.

* * *

Other large class action cases in which FKLM attorneys had been involved in a leadership position include *In re Folding Cartons Antitrust Litigation*, *In re Plywood Antitrust Litigation*, *In re Standard Screws Antitrust Litigation*, *In re Glass Containers Antitrust Litigation*, *In re Aluminum Siding Antitrust Litigation*, *Rusty Jones Warranty Litigation*, *NPA Securities Litigation*, *In re Chlor-alkali and Caustic Soda Antitrust Litigation*, and *In re Potash Antitrust Litigation*.



FREED, KANNER, LONDON & MILLEN, P.C.

ATTORNEY PROFILES

Michael J. Freed

Mr. Freed has been in private practice for over 40 years and has litigated class action cases for over 30 years. He has served as co-lead counsel in many prominent antitrust cases, including *In re Brand Name Prescription Drugs Antitrust Litigation*, *In re High Fructose Corn Syrup Antitrust Litigation* and *In re Linerboard Antitrust Litigation*. To date, cases in which Mr. Freed has served as co-lead counsel have recovered over \$2 billion for the plaintiff classes. Mr. Freed has been named an Illinois Super Lawyer by *Chicago Magazine*, an Illinois Leading Lawyer by the Leading Lawyer's Network, and one of the top plaintiffs' antitrust lawyers in Illinois by *Chamber's International*. In addition, he was honored in March 2007 by the Chicago Appleseed Fund for Justice for his exceptional *pro bono* efforts. Mr. Freed was formerly a trial and appellate attorney with the United States Department of Justice, Antitrust Division (Honors Program). He is a graduate of the University of Pennsylvania (B.S., 1959) and University of Chicago Law School (J.D., 1962).

Steven A. Kanner

Mr. Kanner has over 20 years experience in complex antitrust matters and previously led the class action practice at Much Shelist Freed. His experience includes investigation, discovery, trial and appeal of antitrust, securities and other complex cases. With respect to antitrust matters, Mr. Kanner has also been involved in a leadership capacity in many of the cases described above. Cases in which Mr. Kanner is currently serving as co-lead counsel or interim co-lead



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counsel include *In re Methyl Methacrylate (MMA) Antitrust Litigation*, MDL No. 1768 (E.D. Pa.); *In re Hydrogen Peroxide Antitrust Litigation*, MDL 1682 (E.D. Pa.); *In re Cotton Yarn Antitrust Litigation*, MDL 1622 (M.D.N.C.); and *In re Urethane Chemicals Antitrust Litigation*, MDL 1616 (D. Kan.). A 1979 graduate of DePaul University Law School, Mr. Kanner is admitted to the Bars of Illinois, Fourth Circuit Court of Appeals, Seventh Circuit Court of Appeals, Tenth Circuit Court of Appeals, and Northern District of Illinois (member of the trial bar). He is also a member of the Chicago Bar Association (Committees on Litigation and Antitrust Law), the Illinois State Association (Sections on Antitrust Law and Litigation), the American Bar Association (Sections on Antitrust Law and Litigation), the Illinois Trial Lawyers Association, and the Decalogue Society where he previously served on the Editorial Board of the Society's Law Journal. Prior to entering private practice, Mr. Kanner was employed by the Federal Trade Commission.

William H. London

Mr. London has been litigating class action cases for over 15 years. He recently served as trial counsel for the plaintiff class in *In re High Pressure Laminates Antitrust Litig.*, a case that was tried before a jury in the Southern District of New York. He is actively involved in several cases in which FKLM is co-lead counsel, including *In re Methyl Methacrylate (MMA) Antitrust Litigation*, MDL No. 1768 (E.D. Pa.); *In re Hydrogen Peroxide Antitrust Litigation*, MDL 1682 (E.D. Pa.); *In re Cotton Yarn Antitrust Litigation*, MDL 1622 (M.D.N.C.); and *In re Urethane Chemicals Antitrust Litigation*, MDL 1616 (D. Kan.). Mr. London graduated *Magna Cum Laude* from Syracuse University in 1984 and received his law degree in 1987 graduate from IIT Chicago-Kent College of



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Law. In 1987, he was admitted to the Illinois Bar and the Federal Bar; and in 1988, he was admitted to practice before the United States Court of Appeals for the Seventh Circuit. Mr. London is a member of the American Bar Association and Chicago Bar Association and is a past-Chairman of the Chicago Bar Association Class Litigation Committee. He was formerly an Assistant Attorney General for the State of Illinois, during which time he argued cases in the United States Court of Appeals for the Seventh Circuit and the Illinois Supreme Court. Since 1990, Mr. London has concentrated on complex and commercial litigation, with an emphasis on class action litigation involving antitrust, securities and consumer fraud claims. Mr. London practiced with Much Shelist Freed from March 1993 through December 31, 2006.

Douglas A. Millen

Mr. Millen has represented plaintiffs in a variety of class action cases for over 12 years. He has extensive experience litigating complex commercial matters, with an emphasis on cases involving antitrust, consumer protection, securities and contract law claims. Mr. Millen also has substantial experience in electronic discovery matters and the leveraging of technology to achieve effective and efficient client advocacy. He formerly chaired the Technology Committee at Much Shelist Freed and has handled many complicated electronic discovery issues. Mr. Millen has played a prominent role in many of the largest antitrust cases in recent history – including *In re Dynamic Random Access Memory (DRAM) Antitrust Litig.*, MDL 1486 (N.D. Cal.), *In re Vitamins Antitrust Litigation*, MDL 1285 (D.D.C.), and *In re Rubber Chemicals Antitrust Litigation*, MDL 1648 (N.D. Cal.) – and his efforts have assisted in the recovery of billions of dollars for class members.



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Among other cases, Mr. Millen is presently involved in *In re Static Random Access Memory (SRAM) Antitrust Litigation*, MDL 1819 (N.D. Cal.), *In re Methyl Methacrylate (MMA) Antitrust Litigation*, MDL 1768 (E.D. Pa.), *In re Hydrogen Peroxide Antitrust Litigation*, MDL 1682 (E.D. Pa.), and *In re Air Cargo Shipping Services Antitrust Litigation*, MDL 1775 (E.D.N.Y.). Mr. Millen is a graduate of the University of Michigan (B.G.S., 1991) and University of Illinois College of Law (J.D. *magna cum laude*, 1994). In 1994, he was admitted to the New York and Connecticut State Bars; and in 1995 he was admitted to the Illinois State Bar. He is also admitted to practice in the Northern District of Illinois. Mr. Millen is a member of the American Bar Association, Antitrust Section and the Chicago Bar Association. Prior to starting FKLM, Mr. Millen was a partner at Much Shelist Freed, where he practiced with the class action group from November 1995 through December 31, 2006.

Michael E. Moskowitz

Michael E. Moskowitz is a partner at Freed Kanner London & Millen LLC and has been involved in trial and appellate litigation for more than 10 years. Since 2000, he has concentrated on complex commercial litigation, with a primary emphasis on class action litigation involving antitrust, securities fraud, and consumer fraud claims. Mr. Moskowitz previously played a key role in the class action practice of Much Shelist Freed. He is significantly involved in several pending antitrust class actions, including *In re Hydrogen Peroxide Antitrust Litigation* (E.D. Pa.), *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation* (N.D. Cal.), and *In re Urethane Chemicals Antitrust Litigation* (D. Kan.). Mr. Moskowitz is a graduate of Indiana University (B.A.,



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1993) and New York University School of Law (J.D., 1996).



FREED KANNER LONDON & MILLEN

Robert J. Wozniak

Robert J. Wozniak is an associate attorney at FKLM. Since 2001, Mr. Wozniak has been involved in complex commercial litigation, with a primary emphasis on antitrust class action cases. Prior to engaging in private law practice, Mr. Wozniak worked as a trial attorney for the United States Department of Justice, Antitrust Division (Honors Program). Before joining the class action practice of Much Shelist Freed in 2004, Mr. Wozniak practiced class action litigation at Cohen Milstein Hausfeld & Toll in Washington, D.C. The complex antitrust class actions in which Mr. Wozniak has had significant involvement include: *In re Hydrogen Peroxide Antitrust Litigation* (E.D. Pa.), *In re Dynamic Random Access Memory (DRAM) Litigation* (N.D. Cal.), *In re Buspirone Antitrust Litigation* (S.D.N.Y.), and *In re Terazosin Hydrochloride Antitrust Litigation* (S.D. Fla.). Mr. Wozniak is a graduate of the University of Michigan (B.A., 1988), University of Minnesota (M.A., 1994), and Wayne State University Law School (J.D., 2000, *cum laude*, Order of the Coif). He is a member of the State Bar of Illinois, State Bar of Michigan and Bar of the District of Columbia.

EXHIBIT B

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Chambers Commentary — Antitrust

Band 1: Antitrust

1 Kirkland & Ellis LLP Firm profile

The Firm: Feeding off its reputation as one of the finest litigation firms in the USA, Kirkland Ellis' antitrust practice continues to lead the field, providing a significant amount of counseling to its impressive client roster. With substantial antitrust practices on the West and East Coasts, 151 attorneys enhance the national potential of this historically Chicago-powered outfit, but according to sources it is the firm's "uniform level of competence" that keeps Kirkland ahead of the competition. The bench is extremely strong, and the practice can draw on some of the firm's lead litigators, in particular Richard Godfrey, to aid in its endeavors. Among a raft of high-importance cases of late, the team represented GM in a class action antitrust conspiracy lawsuit alleging the conspiring of vehicle manufacturers to preclude the sale of cheaper Canadian vehicles to the American market. The class encompasses anyone who has bought a car in the past six years and therefore the stakes are huge for the named defendants.

The Lawyers: "Aggressive and smart with a great presence in court," **Andy Langan** draws consistent praise from both peers and clients. He has been focusing primarily on A-list client BP, successfully arguing a motion to dismiss a claim alleging a conspiracy relating to natural gas pipeline markets in Alaska, and representing it in state and federal investigations into gasoline pricing in the wake of Hurricanes Katrina and Rita, most of which have been closed without action. **Jim Mutchnik** is credited by peers with "keeping up with developments and always looking at the bigger picture." He recently defended Weyerhaeuser in price-fixing allegations brought against it and other defendants in a class action filed in the Eastern District of Pennsylvania. The "very tough and very smart" **Robbie Robertson** has lately worked on four successful merger clearances and has also made time to successfully represent BP, which was sued along with other natural gas producers for alleged price-fixing and refusal to deal. With a strong background in economics and a "willingness to get his hands dirty with the details," **Daniel Laytin** is a great person to have on your side. In addition to providing staunch support for Richard Godfrey in matters for GM and Aon, he recently successfully dismissed a Robinson-Patman Act case brought against ExxonMobil.

Clients/Work Highlights: The group achieved a very favorable jury verdict for ExxonMobil in an alleged fraud case revolving around the purchase of company assets, in which the jury awarded less than 3% of claimed damages. Other clients of the firm include Abbott Laboratories; Dow AgroSciences; Sara Lee and Aon.

1 Mayer, Brown, Rowe & Maw LLP Firm profile

The Firm: With active antitrust practices in key locations such as France, Germany and the UK, Mayer Brown benefits from its status as a firm "with a real global feel," exuding class and competence. Envious manpower in Washington, DC and Chicago gives the firm's antitrust team the edge over rivals in one sense; however, it is quality, not simply volume, of lawyering that keeps clients coming to the firm. The group's role in the high-profile *Empagran v Hoffmann-La Roche* et al provides a taste of the results of which it is capable, the skill with which it integrates its separate practice areas and the esteem in which peers hold it. Mayer Brown represented BASF and BASF AG in the matter in the Supreme Court, providing testament to the firm's stellar reputation as appellate specialists; and master strategist. Connoisseur of the Supreme Court Steve Shapiro was drafted in to

help the antitrust team, and the case has now been put to bed. *"There's not much room for sentimentality in this business and I would go elsewhere in a heartbeat if I felt it was necessary,"* remarked one client, *"but the simple fact is that Mayer Brown produces great results."*

The Lawyers: Senior figure of the antitrust landscape and *"clearly a top guy,"* **Lee Abrams** has spent much of his time of late working on an in-store advertising-related antitrust case for News Corporation in New Jersey. Clearly a man who chooses his clients carefully, Abrams also does antitrust work for United States Golf Association and the Dairy Queen Operators Association. *"He had tremendous judgment when he was a young man and it's just got better and better,"* remarked one peer. *"An excellent litigator who routinely delivers outstanding results."* **Andy Marovitz** was at the centre of the Empagran case, which raised serious questions regarding the right of internationals to bring cartel-alleging cases in a US court. *"He has an extraordinarily calming manner which is great for business people,"* remarked one client. The *"very credible and very smart"* **Mark McLaughlin** has been involved in overseeing the antitrust implications of the Maytag/Whirlpool merger. *"He's one of those people whose essential decency and warmth have combined with and enhanced his advocacy skills,"* remarked one peer. **Robert Flinke** is described as *"a smart and thorough lawyer who gives sage advice on antitrust issues."*

Clients/Work Highlights: A team led by McLaughlin was involved in the Maytag/Whirlpool merger and proved there were no grounds for challenging the acquisition after litigation had been threatened on the basis of a potential violation of Section 7 of the Clayton Act.

1 Sidley Austin LLP Firm profile

The Firm: With its strong corporate reputation and its strength in the healthcare arena, this firm remains a big hitter on the Illinois antitrust landscape. Peers acknowledge that its breadth of practice is impressive, offering every dish on the antitrust menu: merger clearance, counseling, price-fixing expertise, grand jury work and more. There is no doubt that this team is comfortable at trial, and it recently successfully represented Johnson & Johnson in a crucial bundling/monopolization case brought by a competitor making trocars, devices used in surgery. The Chicago team has also advised and represented the AMA on various matters, but there is much more to Sidley than healthcare. The group also has close relationships with the likes of AT&T, the National Association of REALTORS and Citibank. Sidley Austin may be blessed with a fantastic reputation and history in this city, but it cannot be denied that it works hard to retain that reputation from day to day.

The Lawyers: A go-to lawyer for healthcare counseling, **Jack Bierig** received positive feedback from peers and clients alike. As the principal contact with the AMA, he defended the institution in a putative class action on behalf of all medical residents in the USA, alleging that the nation's major teaching hospitals are engaged in an antitrust-violating conspiracy with regard to placements for medical students. *"Thoughtful and big-picture guy"* **Tom Ryan** *"brings experience and gravitas to proceedings,"* according to interviewees. The owner of a broad litigation practice with an antitrust slant, he has been existing on a steady diet of price-fixing allegations, M&A work and monopoly allegations, as well as a significant amount of counseling. *"A great writer, a practical litigator and someone creative enough not to have to always go by the book,"* **John Treece** was the architect of Sidley's victory for Johnson & Johnson in the bundling litigation. *"I'd hire John Treece in a second,"* attested one eminent peer. The multitasked **Chuck Douglas** joins the antitrust rankings after extended praise for his work in the area. *"He has exemplary trial skills,"* remarked one interviewee: *"he can digest complicated material and explain it in a simple manner."*

Clients/Work Highlights: The firm represented Searle (now part of Pfizer) in the Brand Name Prescription Drugs Antitrust Litigation. Unlike 17 other pharmaceutical company codefendants, Searle elected not to settle and went to court facing a potential liability of \$1.3 billion; ten weeks of trial saw a verdict given in Searle's favor. Other clients include AT&T, Aon and GlaxoSmithKline.

Band 2: Antitrust

2 Eimer Stahl Kleworn & Solberg LLP Firm profile

The Firm: This boutique firm with a strong trial reputation continues to draw plaudits from across Chicago. For a firm of its size, it is mentioned that the depth at Eimer Stahl is surprisingly impressive and superior to that of its direct rivals. An offshoot from Sidley Austin, Eimer Stahl has established itself as a go-to firm strictly for litigation, with a strong emphasis on antitrust and trade regulation matters and with around ten of the 28 lawyers in the firm specializing in this. Usually working on the defense side, the team has also had success representing large corporate clients as opt-out plaintiffs. This outfit takes time to get to know its clients inside-out, and the strong relationship it has built up with CITGO, for whom it has conducted numerous investigations into gas price-fixing, would

suggest that this strategy has paid dividends. The team is also representing worldwide industrial gas provider Praxair in a Section 2 monopolization case.

The Lawyers: "Great on strategy and analysis." **Nate Elmer** was described by peers as "the broad-base antitrust lawyer we all aspire to be." Splitting his time between general commercial and antitrust litigation, Elmer has been representing Hollinger in the ongoing Conrad Black litigation. "There is no other lawyer to whom I would feel so comfortable referring a client," remarked one peer. The "very bright" **Andrew Klevorn** is, among other matters, working with Dow Chemical and Union Carbide to recover overcharges brought on by price-fixing in the parcel tanker shipping industry. **David Stahl** has a practice encompassing commercial litigation, contract cases, trade regulation and antitrust, which fluctuates in its focus according to demand. He has been involved in prescription drugs price-fixing matters of late.

Clients/Work Highlights: The firm advises CITGO, Dow Chemical and Union Carbide on antitrust matters.

2 Freed Kanner London & Millen LLC Firm profile

The Firm: This boutique firm is the new face of Much Shelist's much-feared antitrust team. Everything that made Much Shelist the force it was in the antitrust arena - personnel, clients and vision - has been retained during the transition: the team, led by the redoubtable Mike Freed, is set to maintain its reputation as a leader on the plaintiff side - doing "much of the best class action work." Setting up shop in the suburbs of Chicago, the team has released itself from the restraints imposed by conflicts arising from Much Shelist's developing corporate department, and is now free to forge its own path through the Illinois antitrust market.

The Lawyers: "Leading light on the plaintiff side." **Mike Freed** is the undisputed center of gravity at the firm. Peers credit him with knowing "the pressure points and the building blocks of a case," and describe him as a "worthy opponent."

2 Freeman, Freeman & Salzman Firm profile

The Firm: "A superb firm on the plaintiff side," say defendant lawyers grudgingly admitting to the quality of lawyering at this firm, described by one interviewee as being "head and shoulders above that of its direct competitors." Historically associated with representing opt-out plaintiffs, a slowdown in this area has precipitated a slight change of direction for this firm - a challenge to which it has risen in style. The group represented Eurex in its lawsuit against the Chicago Board of Trade, alleging conspiracy to prevent it obtaining a beachhead in the Windy City. Proving that it can also work on the defense side, the firm is representing Forrest Laboratories in alleged price-fixing litigation. The intersection of antitrust and securities law has been a hot area of late, in which the group has been representing investment banking firms.

The Lawyers: "Legend in the antitrust area." **Lee Freeman** sets the tone for lawyers at the firm. Credited with a genuine passion for antitrust law, he is one of the most eminent individuals in the market. "He's polished, he's a gentleman and he's one of those guys whose word you can't take and you know it's good," remarked one interviewee. (Since publication, Lee Freeman has joined Jenner & Block.)

Clients/Work Highlights: Eurex, Forrest Laboratories, Cargill, Boeing, Chicago Mercantile Exchange and Kraft.

2 Winston & Strawn LLP Firm profile

The Firm: One of Chicago's litigation powerhouses, Winston & Strawn maintains a solid presence in the antitrust arena. A typical recent venture saw the team secure a major victory for Wilsonart International in a class action alleging violation of Section 1 of the Sherman Act. Wilsonart was the sole remaining defendant following \$50 million-plus settlements by its codefendants but won the two-month jury trial. The team, headed by Mark McCareins, is also involved in the high-profile Sulfuric Acid Antitrust Litigation, representing Toronto-based Marsulex and Chemtrade Logistics. Among other matters of importance, the firm also provides counseling for high-profile pharmaceutical companies.

The Lawyers: "Hard charging and a hard worker with all the tools." **Mark McCareins** drew praise from across the field. Interviewees attested to his high level of activity in the pharmaceutical arena and to his significant presence in the Bar association. Praised for his strategic ability and his considerable experience, he devotes part of his broad practice to a steel and aluminum trade association, making sure it does not fall foul of antitrust rulings.

Clients/Work Highlights: Marsulex, Chemtrade Logistics, Wilsonart International, Wyeth and Abbott Laboratories.

Band 3: Antitrust

3 Baker & McKenzie LLP Firm profile

The Firm: The acquisition of Roxane Bussey and Tom Campbell from Gardner Carton signaled the intention of this firm to make a push in the antitrust arena, and the new arrivals have set to work strengthening the practice. Four partners in Chicago now focus on antitrust, interlinking with a national team. It is Baker & McKenzie's international reach that truly marks it out, and with this field of law being increasingly complicated by the globalization of the economy, the firm's cosmopolitan knowledge places it at an advantage. For instance, the team advised Chinese clients on their position in relation to US antitrust laws.

The Lawyers: *"With excellent judgment and experience, and being a delight to work with."* **Roxane Bussey** has continued to impress since her arrival at Baker & McKenzie. This past year has seen her branch out from her traditionally healthcare-heavy schedule to dedicate significant amounts of time to merger and compliance work of an international flavor. While Bussey is generally perceived to be the strategic ace and expert counselor of the team, its outstanding litigator is the *"very aggressive and competent"* **Tom Campbell**. This expert of the healthcare arena has been defending the Association of American Medical Colleges in a class-action brought against it for alleged wage-fixing. Also active in the antitrust arena is Joe Linklater, who is on the ABA's antitrust taskforce and whose practice includes a significant amount of international cartel work.

3 Bell, Boyd & Lloyd LLP Firm profile

The Firm: The excellent Mike Sennett propels the 22 members of this firm's antitrust and trade regulation group. It balances a strong local presence with a slightly less predictable bond with German clients including Bosch and Boehringer Ingelheim. Currently representing the Chicago Board of Trade in litigation brought by Eurex containing a whole array of antitrust issues, the team is also defending Caremark in a class-action brought against several pharmaceutical companies; the multidistrict litigation is pending in Philadelphia.

The Lawyers: The *"thoughtful and smart"* **Mike Sennett** is highly respected as an *"outstanding counselor"* with a broad-based practice. A lawyer's lawyer, he teaches an antitrust course at Chicago's Loyola University. One of the most respected practitioners in the field, Sennett has for many years been first port of call for antitrust advice for pharmaceutical giant Baxter.

Clients/Work Highlights: Baxter, Caremark, Cardinal Health, Fortune Brands, OfficeMax and Boehringer Ingelheim.

3 McDermott Will & Emery LLP Firm profile

The Firm: The arrival of the superb Joel Chelfitz signals the firm's intention to expand its universally acclaimed expertise in the healthcare arena into a more comprehensive antitrust practice. Until recently the firm was known primarily for having *"one of the premier healthcare practices across the board,"* and it continues to justify its reputation for excellence in the area, but the arrival of Chelfitz - a broad-based antitrust lawyer who also has experience in other business-related litigation - will surely precipitate McDermott's increased involvement in the full gamut of antitrust matters. The firm had already taken steps in this direction, as demonstrated in a recent representation for Lockheed Martin in alleged market-exclusion litigation. A California court dismissed at the pleading stage the allegation that Lockheed Martin and Boeing, the only manufacturers of launch vehicles, had excluded another company from the marketplace. With David Marx set to continue McDermott's stellar reputation in healthcare matters, this is a firm well and truly on the rise.

The Lawyers: *"A serious guy and a great lawyer,"* **David Marx** is currently lead counsel for one client in three of the four cities in which the registered nurses class action has been filed. *"Good to work with and very good at what he does,"* Marx is hailed as perhaps the healthcare antitrust expert in Chicago. *"If you survey the teaching hospitals they will all talk about Marx,"* remarked one peer. Yet his reputation as a specialist leaves Marx by no means as a one-trick pony: he represented the paper manufacturer Stora-Enso in a grand jury investigation. Splitting his time between antitrust matters and general commercial litigation, the *"quite brilliant"* **Joel Chelfitz** is recognised as one of the leading litigators in the city. Lauded by clients for his ability *"to quickly identify the key issues in a case,"* he is also respected by peers for his *"controlled aggression and his focus on getting the best for his clients."* Chelfitz's close relationship with the city's leading sports teams deepened further in 2006 with his acting as lead trial and appellate counsel for the Chicago Bulls in its successful suit against the NBA relating to the right to telecast its games on Superstation WGN.

Clients/Work Highlights: West Tennessee Healthcare, Stora-Enso, Mountain View Hospital, Albertson's, Provena Health, State Farm and Zebra Technologies.

3 Sonnenschein Nath & Rosenthal LLP Firm profile

The Firm: One of the few firms with a genuine and extensive counseling capability, Sonnenschein is something of a father figure in the antitrust arena. This firm *"strives for collegiality and treats people with real dignity,"* and has a historically strong practice and a tradition of lawyers who immerse themselves fully in their subject. As one client put it: *"Antitrust is such a challenging field from a compliance and litigation standpoint, so you want experts, not dabblers - and experts is exactly what you get at Sonnenschein."* The lawyers' genuine fascination for their subject may occasionally lead to a slight lack of focus on the issue at hand; however, clients argue their enthusiasm is to be enjoyed and a small nudge is enough to bring out the lawyers' pragmatic side. The firm can also turn a skilled hand to litigation with great success when prompted. There is change afoot structurally at Sonnenschein as the antitrust practice is destined to become part of a larger trade regulation practice in order to enhance integration between itself and other regulatory areas.

The Lawyers: The *"absolutely first-class"* Robert Joseph is universally respected for his encyclopedic antitrust knowledge. So intricate is his knowledge of the law, he regularly writes and lectures on the subject. Clients credit him with being *"hands-on"* at making *"a concerted effort to get inside the business."* He has been counseling clients in compliance issues as regards the greater penalties being imposed for cartel behavior and is also active in the registered nurses class action. Allan Silberman is *"a very smart man who knows everything about franchising."* He has been busy looking closely at how a certain new distribution system and joint venture can avoid encountering antitrust issues.

Clients/Work Highlights: The team recently represented Allstate in both federal and private suits in allegations relating to a global conspiracy to reduce coverage and raise prices of commercial general liability insurance. SC Johnson, Sara Lee, McDonald's and Boeing also instruct the firm.

3 Sperling & Slater Firm profile

The Firm: This plaintiff-oriented firm may lack the full range of practice enjoyed by some, but what it lacks in size and scope it makes up for in quality of practice. Spearheaded by field expert Paul Slater, this outfit *"pops up in some of the more interesting cases"* and has an enviable reputation: *"Everything I've heard about Sperling & Slater has been good."* A taste of the high-profile matters this diminutive firm is able to handle is provided by its retention by creditors to prosecute alleged antitrust violations precipitated by the bankruptcy of United Airlines.

The Lawyers: An academic of fine repute and a *"superlative litigator,"* Paul Slater is the firm's center of gravity where antitrust is concerned. *"Imaginative, reasonable and realistic,"* those typically on the defense side credit him with *"completely breaking the mold of the stiny plaintiffs' lawyer."* *"He's a little eccentric and he's a risk taker, but he knows what he's talking about,"* remarked one interviewee.

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4 Freeborn & Peters Firm profile

The Firm: A quality firm with a good volume of work, remaining relatively lightweight in terms of its bulk has allowed Freeborn & Peters to stay *"nimble"* within the antitrust market. It continues to represent Canadian clients Noranda and Falconbridge in a cartel investigation into sulfuric acid price-fixing consolidated in Chicago. The firm also did extensive international work on the proposed merger between Falconbridge and Inco.

The Lawyers: The only member of Freeborn's antitrust practice who is not a litigator, Gene Zelek possesses a unique high-level counseling practice which sees him stray almost into business partner territory: he will actually draft distribution or sales contracts for clients. *"He speaks our language,"* remarked one client, *"and he's one of very few experts on pricing and distribution law - he genuinely strives to solve business issues using creative methods."* Interviewees also recognized Jeffery Cross, who does a lot of M&A work with Canadian firms, and David Gustman, the main point of contact with Falconbridge, as important players within the firm.

Clients/Work Highlights: Coca-Cola; Nintendo; McKinsey & Co; BNSF Railway; Noranda and Holley Performance Products.

4 Howrey LLP Firm profile

The Firm: Benefiting from a network of strong practices both nationally and internationally, the Chicago office of Howrey places a large emphasis on and plays a significant role in the antitrust arena. The loss of practice spearhead Joel Chofitz to McDermott Will & Emery is doubtless a setback for the firm, but the collection of complex business litigation specialists in Chicago is determined to maintain its clout in antitrust matters. Howrey is currently representing Koch Industries

in the sulfuric acid litigation, as well as longstanding client Intel in a raft of antitrust allegations brought against that corporation relating to its dominant market position.

The Lawyers: Stephen Libowsky is a litigator who counts antitrust - and in particular healthcare-related antitrust - as one among several areas of practice, and has significant appellate experience.

Clients/Work Highlights: Intel; Wyeth; Koch Industries and Research In Motion.

4 Jenner & Block LLP Firm profile

The Firm: Better known in the city for its heavy-hitting litigators, this firm nevertheless has a significant antitrust practice with strengths in a number of areas. Led by practice chair Norman Hirsch, the team provides representation in antitrust matters within the energy, healthcare, telecom IP and criminal arenas, as well as providing counseling on setting up compliance programs. A concerted effort to broaden the practice at the historically litigation-heavy firm is progressing smoothly, though the market is perhaps yet to see it come fully into bloom.

The Lawyers: Norman Hirsch is the focal point of the practice. Following his turn as principal attorney for Exelon Generation in its suit against the US government for breach of contract, he continues to keep one foot in the nuclear arena. He also has extensive experience in price-fixing investigations and a strong appellate reputation.

4 Katten Muchin Rosenman LLP Firm profile

The Firm: A notable strength in corporate healthcare is the cornerstone of this firm's ten-partner antitrust practice. Courtesy of a flexible cross-departmental and cross-office infrastructure, Katten Muchin is able to call upon a strong team of M&A practitioners when dealing with antitrust matters, providing its clients with a diverse and well-integrated service without needing to look elsewhere. Clients also turn to the firm for its reasonable pricing and business-aware approach: "I needed a thorough analysis for my senior management that I didn't need to translate into layman's terms," attested one client, "and that was exactly what I got from Katten Muchin."

The Lawyers: "Very sharp and very good with clients and regulators," Laura Martin is building up quite a following in the healthcare arena. She recently represented Children's Memorial Hospital in a class action antitrust suit revolving around nurse wage-fixing.

Clients/Work Highlights: Northwestern Memorial Hospital; Children's Memorial Hospital; Groupe Carbone Lorraine and TEAC.

Other Notable Practitioners

Lord, Bissell & Brook's **Randy Hack** is currently representing the largest credit card company in the world in a series of alleged price-fixing cases challenging the economic foundations of the credit card industry. Described as "quite excellent" by peers, he is known as someone "who really can try cases." The "formidable" **Mike McCluggage** of Wildman Harrold is an expert at setting up and working on cohesive joint-defense groups. Essentially a trial lawyer but with extensive antitrust experience on the plaintiff side **William Schopf** of Schopf & Weiss is described as "an imaginative and seasoned lawyer."

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